

**RESOLUTIONS  
OF THE  
BOARD OF DIRECTORS  
OF  
CSP-O'BRIEN, INC.**

The following is a true and correct copy of the resolutions adopted at a duly called meeting of the Board of Directors of CSP-O'Brien, Inc., an Oregon nonprofit corporation ("CSP-OB"), held on August 14, 2015, at which meeting a quorum of Directors was present and voting throughout:

WHEREAS, CSP-OB is a public benefit corporation and Robison Jewish Home, an Oregon nonprofit corporation doing business as Cedar Sinai Park ("CSP"), is its sole member; and

WHEREAS, CSP-OB desires to distribute its assets to CSP and to dissolve (the "Dissolution") in accordance with the Plan of Dissolution attached hereto as Exhibit A; and

WHEREAS, Oregon Revised Statutes 65.624 requires that dissolution of a public benefit corporation with members must be approved by the corporation's Board of Directors and by the corporation's members; and

WHEREAS, Oregon Revised Statutes 65.627 also requires notification to the Attorney General of the State of Oregon twenty days prior to the distribution of assets from a public benefit corporation with members in dissolution of such corporation.

NOW, THEREFORE, BE IT RESOLVED, that Board of Directors of CSP-OB approves the Dissolution;

BE IT FURTHER RESOLVED, that the Board of Directors of CSP-OB approves the Plan of Dissolution attached hereto as Exhibit A;

BE IT FURTHER RESOLVED, that the Board of Directors of CSP-OB recommends the approval of the Dissolution and Plan of Dissolution to its sole member, CSP;

BE IT FURTHER RESOLVED, that, contingent on the prior approval of the Dissolution by the Board of Trustees of CSP, the Officers of CSP-OB, acting singly or together, be and hereby are authorized and directed to take any and all such actions as may be necessary or convenient to execute the Dissolution, including the filing of Articles of Dissolution with the Secretary of State of the State of Oregon;

BE IT FURTHER RESOLVED, that, contingent on the prior approval of the Dissolution by the Board of Trustees of CSP, the officers of CSP-OB, acting singly or together, be and hereby are authorized and directed to provide to the Attorney General of the State of Oregon, no later than twenty days before the distribution of assets pursuant to the Dissolution, such notice as required by law; and

BE IT FURTHER RESOLVED, that all actions previously taken by any officer of CSP-OB with respect to the Dissolution are hereby ratified and confirmed.

The above resolutions are enacted in accordance with the Articles of Incorporation and Bylaws of CSP-OB and the laws of the State of Oregon; the Directors of CSP-OB have full power and authority to bind CSP-OB pursuant to the foregoing Resolutions; and the Resolutions are in full force and effect and have not been altered, modified or rescinded.

IN WITNESS WHEREOF, I have affixed my name as Secretary of this Corporation this 14<sup>th</sup> day of August, 2015.

  
\_\_\_\_\_  
David Fuks, Secretary